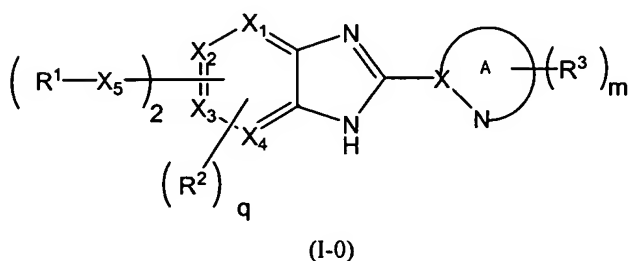


AMENDMENTS TO THE CLAIMS

Please cancel Claims 20-23. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims

1. (Original) A compound of a formula (I-0):



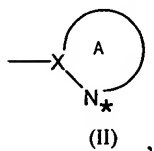
or a pharmaceutically acceptable salt thereof, wherein:

X represents a carbon atom or a nitrogen atom;

X_1 , X_2 , X_3 and X_4 each independently represent a carbon atom or a nitrogen atom;

the ring A represents a 5- or 6-membered nitrogen-containing aromatic hetero ring of a formula (II),

optionally having, in the ring, from 1 to 3 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom but excepting the nitrogen atom of N* in formula II:



or represents a twin-ring of the nitrogen-containing aromatic hetero ring condensed with a phenyl or a pyridyl;

R^1 represents an aryl, or represents a 4- to 10-membered, monocyclic or twin-cyclic hetero ring having, in the ring, from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an

oxygen atom and R¹ may be independently substituted with from 1 to 3 R⁴'s, and when said hetero ring is an aliphatic hetero ring, then it may have 1 or 2 double bonds;

R² independently represents a hydroxy, a formyl, -CH_{3-a}F_a, -OCH_{3-a}F_a, an amino, CN, a halogen, a C₁₋₆ alkyl or -(CH₂)₁₋₄OH;

R³ represents a -C₁₋₆ alkyl, -(CH₂)₁₋₆-OH, a -C(O)-OC₁₋₆ alkyl, a -(CH₂)₁₋₆-OC₁₋₆ alkyl, -(CH₂)₁₋₆-NH₂, a cyano, a -C(O)-C₁₋₆ alkyl, a halogen, a -C₂₋₆ alkenyl, an -OC₁₋₆ alkyl, -COOH, -OH or an oxo;

R⁴ independently represents a -C₁₋₆ alkyl and the alkyl may be substituted with the same or different, from 1 to 3 hydroxyls, halogens, -OC(O)-C₁₋₆ alkyls and the alkyl may be substituted with from 1 to 3 halogens or -OC₁₋₆ alkyls,

a -C₃₋₇ cycloalkyl,

a -C₂₋₆ alkenyl,

-C(O)-N(R⁵¹)R⁵²,

-S(O)₂-N(R⁵¹)R⁵²,

an -O-C₁₋₆ alkyl and the C₁₋₆ alkyl may be substituted with a halogen or N(R⁵¹)R⁵²,

an -S(O)₀₋₂-C₁₋₆ alkyl,

a -C(O)-C₁₋₆ alkyl and the C₁₋₆ alkyl may be substituted with a halogen, an amino, CN, a hydroxy, an -O-C₁₋₆ alkyl, -CH_{3-a}F_a, an -OC(O)-C₁₋₆ alkyl, an -N(C₁₋₆ alkyl)C(O)O-C₁₋₆ alkyl, an -NH-C(O)O-C₁₋₆ alkyl, a phenyl, -N(R⁵¹)R⁵², an -NH-C(O)-C₁₋₆ alkyl, an -N(C₁₋₆ alkyl)-C(O)-C₁₋₆ alkyl or an -NH-S(O)₀₋₂-C₁₋₆ alkyl,

a -C(S)-C₃₋₇ cycloalkyl,

a -C(S)-C₁₋₆ alkyl,

a -C(O)-O-C₁₋₆ alkyl,

-(CH₂)₀₋₄-N(R⁵³)-C(O)-R⁵⁴,

-N(R⁵³)-C(O)-O-R⁵⁴,

a -C(O)-aryl optionally substituted with a halogen,

a -C(O)-aromatic hetero ring,

a -C(O)-aliphatic hetero ring,

a hetero ring and the hetero ring may be substituted with a -C₁₋₆ alkyl optionally substituted with a halogen or an -O-C₁₋₆ alkyl,

a phenyl optionally substituted with a halogen, a -C₁₋₆ alkyl, an -O-C₁₋₆ alkyl,

a halogen, CN, a formyl, COOH, an amino, an oxo, a hydroxy, a hydroxyamidino or a nitro;

R⁵¹ and R⁵² each independently represent a hydrogen atom, a -C₁₋₆ alkyl; or the nitrogen atom, R⁵¹ and R⁵² together form a 4- to 7-membered hetero ring;

R⁵³ represents a hydrogen atom or a -C₁₋₆ alkyl,

R⁵⁴ represents a -C₁₋₆ alkyl, or

the alkyls for R⁵³ and R⁵⁴ and -N-C(O)- together form a 4- to 7-membered nitrogen-containing aliphatic hetero ring, or

the alkyls for R⁵³ and R⁵⁴ and -N-C(O)-O- together form a 4- to 7-membered nitrogen-containing aliphatic hetero ring and the aliphatic hetero ring may be substituted with an oxo, or the aliphatic hetero ring may have 1 or 2 double bonds in the ring;

X₅ represents -O-, -S-, -S(O)-, -S(O)₂-, a single bond or an -O-C₁₋₆-alkyl;

a independently indicates an integer of 1, 2 or 3;

q indicates an integer of from 0 to 2;

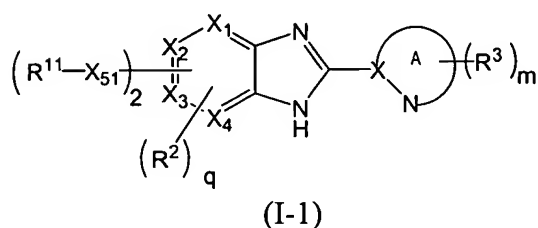
m indicates an integer of from 0 to 2;

excepting a case where one of X₅'s is -O-, -S-, -S(O)- or -S(O)₂-, and the other of X₅'s is a single bond, and R¹ is an aryl optionally substituted with from 1 to 3 R⁴'s, or a nitrogen-containing aromatic hetero ring having

2. **(Original)** A compound as claimed in claim 1, or a pharmaceutically acceptable salt thereof, wherein X_1 to X_4 are all carbon atoms.

3. **(Original)** A compound as claimed in claim 1, or a pharmaceutically acceptable salt thereof, wherein X_5 is -O-, -S-, -S(O)-, -S(O)₂- or a single bond.

4. **(Amended)** A compound as claimed in 1, which is represented by a formula (I-1):



or a pharmaceutically acceptable salt thereof, wherein:

R^{11} represents a phenyl optionally substituted with from 1 to 3 R^4 's, or represents a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 R^4 's; and X_{51} represents -O-, -S-, -S(O)- or -S(O)₂-; and the other symbols have the same meanings as above].

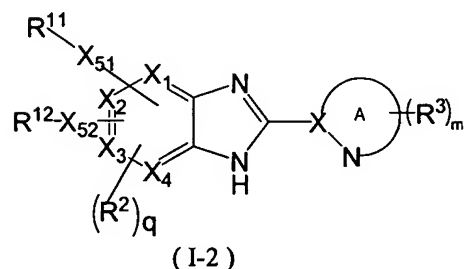
5. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein R^{11} 's are both phenyls optionally substituted with from 1 to 3 R^4 's.

6. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein R^{11} 's are both 5- or 6-membered nitrogen-containing aromatic hetero rings having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 R^4 's.

7. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein one of R^{11} 's is a phenyl optionally substituted with from 1 to 3 R^4 's, and the other of R^{11} 's is a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group

7. **(Original)** A compound as claimed in claim 4, or a pharmaceutically acceptable salt thereof, wherein one of R¹¹'s is a phenyl optionally substituted with from 1 to 3 R⁴'s, and the other of R¹¹'s is a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 R⁴'s.

8. **(Amended)** A compound as claimed in claim 1, which is represented by a formula (I-2):



or a pharmaceutically acceptable salt thereof, wherein:

R¹¹ represents a phenyl optionally substituted with from 1 to 3 R⁴'s, or represents a 5- or 6-membered nitrogen-containing aromatic hetero ring having from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aromatic hetero ring may be substituted with from 1 to 3 R⁴'s; and

R¹² represents a 4- to 7-membered nitrogen-containing hetero ring having, as the hetero atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, from 1 to 4 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and R¹² may be substituted with from 1 to 3 R⁴'s, and when the hetero ring is an aliphatic hetero ring, then it may have 1 or 2 double bonds;

X₅₁ represents -O-, -S-, -S(O)- or -S(O)₂-;

X₅₂ represents -O-, -S-, -S(O)-, -S(O)₂- or a single bond[; and the other symbols have the same meanings as above].

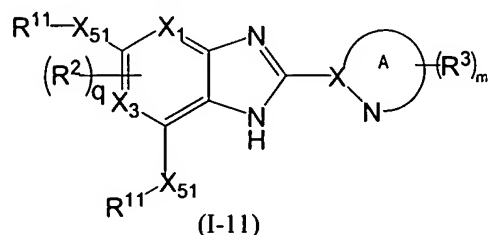
9. **(Original)** A compound as claimed in claim 8, or a pharmaceutically acceptable salt thereof, wherein R^{12} represents a 4- to 7-membered saturated nitrogen-containing aliphatic hetero ring having, as the hetero atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aliphatic hetero ring may be substituted with from 1 to 3 R^4 's, and X_{52} is a single bond; or R^{12} represents a 5- to 7-membered nitrogen-containing aliphatic hetero ring having, as the atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom, and having, in the ring, 1 or 2 double bonds and the 5- to 7-membered hetero ring may be substituted with from 1 to 3 R^4 's, and X_{52} is -O-, -S-, -S(O)- or -S(O)₂-.

10. **(Original)** A compound as claimed in claim 8, or a pharmaceutically acceptable salt thereof, wherein R^{12} represents a 4- to 7-membered saturated nitrogen-containing aliphatic hetero ring having, as the hetero atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom and the nitrogen-containing aliphatic hetero ring may be substituted with from 1 to 3 R^4 's, and X_{52} is a single bond.

11. **(Original)** A compound as claimed in claim 8, or a pharmaceutically acceptable salt thereof, wherein R^{12} represents a 5- to 7-membered nitrogen-containing aliphatic hetero ring having, as the atom constituting the hetero ring, at least one nitrogen atom and optionally having, as the other hetero atoms, 1 or 2 hetero atoms selected from a group consisting of a nitrogen atom, a sulfur atom and an oxygen atom, and having, in the ring, 1 or 2 double bonds and the 5- to 7-membered hetero ring may be substituted with from 1 to 3 R^4 's, and X_{52} is -O-, -S-, -S(O)- or -S(O)₂-.

having, in the ring, 1 or 2 double bonds and the nitrogen-containing aliphatic hetero ring may be substituted with from 1 to 3 R⁴'s, and X₅₂ is -O-.

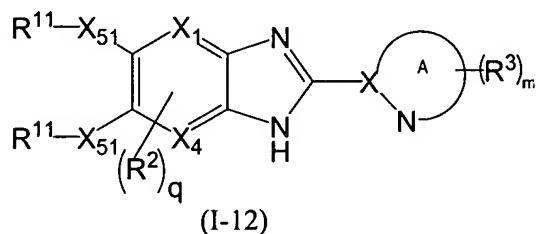
13. **(Amended)** A compound as claimed in claim 3, or a pharmaceutically acceptable salt thereof of formula (I-1), which is represented by a formula (I-11):



[and in the formula, the symbols have the same meanings as above].

14. **(Amended)** A compound as claimed in claim 13, or a pharmaceutically acceptable salt thereof, wherein **both** X₅₁'s are [both] -O-.

15. **(Amended)** A compound or a pharmaceutically acceptable salt thereof of formula (I-1) which is represented by a formula (I-12):



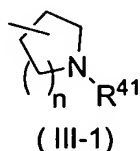
[and in the formula, the symbols have the same meanings as above].

16. **(Amended)** A compound as claimed in claim 15, or a pharmaceutically acceptable salt thereof, wherein **both** X₅₁'s are [both] -O-.

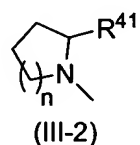
17. **(Original)** A compound as claimed in claim 10, or a pharmaceutically acceptable salt thereof, wherein R¹² is represented by a formula (III-1):

16. **(Amended)** A compound as claimed in claim 15, or a pharmaceutically acceptable salt thereof, wherein both X₅₁'s are [both] -O-.

17. **(Original)** A compound as claimed in claim 10, or a pharmaceutically acceptable salt thereof, wherein R¹² is represented by a formula (III-1):



or a formula (III-2):



and the formulae, n indicates an integer of from 1 to 3; R⁴¹ has the same meaning as that of R⁴.

18. **(Amended)** A compound in accordance with claim 1 [as claimed in any one of claims 1 to 17, or a pharmaceutically acceptable salt thereof,] wherein the ring A is a thiazolyl, an imidazolyl, an isothiazolyl, a thiadiazolyl, an oxadiazolyl, a triazolyl, an oxazolyl, an isoxazolyl, a pyrazinyl, a pyridyl, a pyridazinyl, a pyrazolyl or a pyrimidinyl, which may be substituted with from 1 to 3 R⁴'s.

19. **(Amended)** A compound of formula (I-0), in accordance with claim 1 which is the following compound:

5-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-6-(2-carbamoyl-phenoxy)-1H-benzimidazole,
 5-(2-carbamoyl-phenoxy)-2-pyridin-2-yl-6-(6-(methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,
 5-(2-carbamoyl-phenoxy)-2-pyrazin-2-yl-6-(6-methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,
 5-(2-fluoro-phenoxy)-2-pyridin-2-yl-6-(6-methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,
 5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-(1-methyl-1H-pyrazol-3-yl)-1H-benzimidazole,

5-(2-cyano-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-phenoxy)-2-(1H-pyrazol-3-yl)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,3-difluoro-phenoxy)-2-(1-methyl-1H-pyrazol-3-yl)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,4-difluoro-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,5-difluoro-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,6-difluoro-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2,6-difluoro-phenoxy)-2-(1-methyl-1H-pyrazol-3-yl)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-fluoropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-chloropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-chloropyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-cyanopyridin-3-yloxy)-6-(6-ethanesulfonylpyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(4-ethanesulfonyl-phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(2-difluoromethoxy-pyridin-3-yloxy)-6-(4-ethanesulfonyl-phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(2,6-difluoro-phenoxy)-2-pyridin-2-yl-6-(6-methanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,
5-(2-carbamoyl-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,
5-(2-fluoro-6-cyano-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-carbamoyl-phenoxy)-2-pyridin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-carbamoyl-phenoxy)-2-pyrazin-2-yl-6-(4-ethanesulfonyl-phenoxy)-1H-benzimidazole,
5-(2-fluoro-6-cyano-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-fluoro-6-(tetrazol-5-yl)-phenoxy)-2-pyrazin-2-yl-6-(6-ethanesulfonyl-pyridin-3-yloxy)-1H-benzimidazole,

5-(2-difluoromethoxypyridin-3-yloxy)-6-(3-chloro-4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2-fluoro-phenoxy)-2-(pyridin-2-yl)-6-(4-methanesulfonyl-phenoxy)-1H-benzimidazole,
4-(2,6-difluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,
4-(2,6-difluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,
4-(2,6-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,
4-(2,6-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(1-methyl-2-oxo-1,2-dihydro-pyridin-3-yloxy)-6-(4-ethanesulfonyl-phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2,6-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-(1H-pyrazol-3-yl)-1H-benzimidazole,

4-(2-fluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,
4-(2,3-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,
4-(2,5-difluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,
4-(2-cyano-6-fluoro-phenoxy)-6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

4-(2-cyano-6-fluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-1H-benzimidazole,

4-(2-cyano-6-fluoro-phenoxy)-6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-1H-benzimidazole,

1-(2-(6-(5-bromo-pyridin-2-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,
1-(2-(6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-hydroxymethyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,
1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidine-1-carboxamide,
2-hydroxy-1-(2-(6-(4-methanesulfonyl-1-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

2-fluoro-1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

5-(6-(1-acetyl-pyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazole-5-yloxy)pyridine-2-carbonitrile,
1-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-2-methylamino-ethanone,

1-(2-(6-(4-methanesulfonyl-phenoxy)-2-(1H-pyrazol-3-yl)-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

1-(4-fluoro-2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

N-(5-(6-(1-acetyl-pyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yloxy)-pyridin-2-yl)-acetamide,
1-(2-(2-(5-bromo-pyridin-2-yl)-6-(4-methanesulfonyl-phenoxy)-3H-benzimidazol-5-yl)-pyrrolidin-1-yl)-ethanone,

N-(2-(2-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-1-yl)-2-oxo-ethyl)-acetamide,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(methoxymethyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol monotrifluoroacetate,

1-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)pyridin-2(1H)-one,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(5-methyl-[1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

(2-(2-(5-((2'-fluorobiphenyl-4-yl)oxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethyl)methylamine,

6-(1-acetylpyrrolidin-2-yl)-5-((6-([1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyrazin-2-yl-1H-benzimidazole,

5-(1-acetyl-3-fluoropyrrolidin-2-yl)-6-(4-(methanesulfonyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(2-methyl-2H-tetrazol-5-yl)pyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

5-(1-acetyl-5-methylpyrrolidin-2-yl)-6-(4-(methanesulfonyl)phenoxy)-2-pyridin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-((6-(2-methyl-2H-tetrazol-5-yl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-benzimidazole,

6-(1-acetylpyrrolidin-2-yl)-5-(6-methoxymethylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,
2-(2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidin-1-yl)-2-oxoethanol,

2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-yl)pyrrolidine-1-carboxamide,

5'-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)-2H-1,2'-bipyridin-2-one,
3-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyridin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)-1,3-oxazolidin-
2-one,
6-(1-acetylpyrrolidin-2-yl)-5-((6-methylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,
6-(1-acetylpyrrolidin-2-yl)-5-((6-pyrazin-2-ylpyridin-3-yl)oxy)-2-pyridin-2-yl-1H-benzimidazole,
6-(1-acetyl-3-fluoropyrrolidin-2-yl)-5-((2'-fluorobiphenyl-4-yl)oxy)-2-pyridin-2-yl-1H-
benzimidazole,
3-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)-1,3-oxazolidine-
2-one,
6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-5-((6-pyrazin-2-ylpyridin-3-yl)oxy)-1H-benzimidazole,
6-(1-acetylpyrrolidin-2-yl)-5-((6-(5-methyl-[1,2,4]-oxadiazol-3-yl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-
1H-benzimidazole,
1-(4-((6-(1-acetylpyrrolidin-2-yl)-2-pyrazin-2-yl-1H-benzimidazol-5-yl)oxy)phenyl)ethanone,
6-(1-acetylpyrrolidin-2-yl)-5-(4-(5-methyl-[1,2,4]-oxadiazol-3-yl)phenoxy)-2-pyrazin-2-yl-1H-
benzimidazole,
6-(1-acetyl-5-methylpyrrolidin-2-yl)-5-(4-methanesulfonyl-phenoxy)-2-pyrazin-2-yl-1H-
benzimidazole,
N-methyl-2-(2-(5-(4-(2-methyl-2H-tetrazol-5-yl)phenoxy)-2-pyridin-2-yl-1H-benzimidazol-6-
yl)pyrrolidin-1-yl)-2-oxoethanamine,
6-(1-acetyl-5-methylpyrrolidin-2-yl)-5-((6-(methoxymethyl)pyridin-3-yl)oxy)-2-pyrazin-2-yl-1H-
benzimidazole,
1-(1-(6-(4-methanesulfonyl-phenoxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)-pyrrolidin-2-yl)-
ethanone,

1-(1-(6-(6-methanesulfonyl-pyridin-3-yloxy)-2-pyridin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-2-yl)-ethanone,

1-(1-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)pyrrolidin-2-yl)ethanone, or

1-(1-(6-(6-ethanesulfonyl-pyridin-3-yloxy)-2-pyrazin-2-yl-3H-benzimidazol-5-yl)-4-fluoro-pyrrolidin-2-yl)-ethanone, or a pharmaceutically acceptable salt thereof.

20-23. Cancelled.

24. (New) A pharmaceutical composition comprising a compound in accordance with claim 1 in combination with a pharmaceutically acceptable carrier.

25. (New) A method of treating type 2 diabetes in a mammalian patient in need of such treatment comprising administering to the patient a compound in accordance with claim 1 in an amount that is effective to treat type 2 diabetes.

26. (New) A method of treating obesity in a mammalian patient in need of such treatment comprising administering to the patient a compound in accordance with claim 1 in an amount that is effective to treat obesity.